DIGITAL POWER CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 4/5/2000 For Period Ending 3/1/2000

Address 41920 CHRISTY ST

FREMONT, California 94538

Telephone 510-657-2635

CIK 0000896493
Industry Electronic Instr. & Controls

Industry Electronic Instr. & Grand Sector Technology

Fiscal Year 12/31



FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION

FORM 4 Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

L Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and	Address of Reportin	ng Person*	/ 2. Issuer Name and / Ticker or Trading Symbol	/	5. Relationship of Reporting Person(s) to Issuer
			/ ITERET OF TRACING SYMBOT	/	(Check all applicable)
			/	/	-X- Director 10% Owner
(Last)	(First) (Midd)	Le)	/ DIGITAL POWER CORPORATION	/	-X- Officer Other
SMITH,	ROBERT		/ (AMEX:DPW) /	/	(give title below) (specify below) CHIEF EXECUTIVE OFFICER
			/	/	
			<pre>/ 3. Statement 4. If Amendment, Date / for Month/Year of Original(Month/Year)</pre>	/	6. Individual or Joint/Group Filing (Check Applicable Line)
			/ / For Month, rear of Original (Month, rear)	/	X Form filed by one Reporting Person
			/ 03/2000	/	Form filed by More than One
			/	/	Reporting Person
			/	/	
			/	/	
C/O DIGITAL	POWER CORPORATION		, /	,	
41920 CHRIST	TY STREET		/	/	
			/	/	
(Street)			/	/	
			/	/	
			/	,	
FREMONT,	CALIFORNIA	94538	/	/	
(City)	(State)	(Zip)	/	/	
(010]/	(bcacc)	(219)	, /	,	

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title / 2. Transaction	/ 3. Transact:	on / 4.	. Securiti	 es Acquir	ed (A)	/	5. Amount of		/ /	
of / Date	/ Code	/ 01	r Disposed	(D)(Inst	r.3,4,	and 5) /	Securities	/	6. Ownership /	7.Nature of /
Security / (Mo/Day/Yr)	/ (Instr. 8	/				/	Beneficially Owned	1 /	Form: Direct/	Indirect /
(Inst.3) /	/					/	at End of Month	/	(D) or /	Beneficial /
/	/ Code / V	/ An	mount /	(A) or (D) /	Price /	(Instr. 3	/	Indirect(I) /	Ownership /
/	/ /	/	/		/	/	and 4	/	(Instr.4) /	(Instr.4) /
	=========				=====	=======		===		========/
n/a										/
=======================================	==========				=====			===		=======/

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

(e.g., puts, calls, warrants, options, convertible securities)

Title /	Conversion,	/ Trans-	/ Tra	ns-	/ Nat	ure of	E /	Date	/	Tit	le	/Price of	/ Number	/ Ownership /	Nature of /
of /	of ,	/ action	/ act	ion .	/ Der	ivativ	ze/	Exercisa	ble /	an	d	/ Deriv-	/ of	/ Form of ,	/ Indirect /
Derivative /	Exercise /	/ Date	/ Cod	le ,	/ Sec	uritie	es/	and	/	Amo	unt	/ ative	/ Deriv-	/ Derivative /	Beneficial/
Security /	Price of	/ (Mo./	/ (Ir	str.	/ Aqu	ired(<i>1</i>	A)/	Expirati	on /	0	f	/ Secur-	/ ative	/ Security: /	Ownership /
(Instr. 3)	/ Derivative	/ Day/	/ 8)		/ Di	sposed	1 /	Date	/	Und	er-	/ ity	/ Securi-	-/ Direct (D) /	(Instr.4) /
,	Security /	/ Year)	/		/ 0	f (D)	/	(Month	/	lyi	ng	/Benefic-	/ ties	/ or Indirect,	/
,	, ,	/	/		/ (In	str. 3	3,/	Day/ yea:	r) /	Securi	ties	/ ally	/ (I)	/ (Instr. 4)	/
,	,	/	/		/ 4	and 5) /		/	(Inst	r. 3	/ Owned	/(Instr4))/	/
,	,	/	/		/		/		/	and	4)	/ at end	/	/	/
,	,	/	/									/ of	/	/	/
,	/	/	/Code	/ V	/ (A)	/(I	0)/	Date /	Expir-/	Title	/Amount	/ month	/	/	/
i	<i>'</i>	/	/	/	/	/	/	Exer- /	ation /		/	/ (Instr.	/	/	/
/	′ ,	/	/	/	/	/	/	cisable/	Date /		/	/ 4)	/	/	′ /
OPTIONS TO	· (1)	====== /3/1/00	===== / A /		==== /100,	===== 000/	===:	IMMED. /1/	======= 3/2010/0		/	/ GRANT	/598,400	 / D	
PURCHASE /	/ (±/ /	/	/ - /		/ 100,	000/	/			TOCK	,	/ GICANI	/ 330,400	/ 5	
COMMON	,	,	, ,		,	,	/	,	/_	TOCK	,	,	,	/	
STOCK	,	,	, ,		,	,	- /,	,	,		,	,	,	',	
DIOCK /	,		, ,			/	/	/	/		/	/	/	/	

(1) PURSUANT TO MR. SMITH'S EMPLOYMENT CONTRACT EXECUTED ON MARCH 1, 2000, THE EXERCISE PRICE SHALL BE EQUAL TO THE LOWER OF (A) THE CLOSING PRICE OF THE COMMON STOCK AS OF JANUARY 3, 2000 (\$1.56) OR (B) THE AVERAGE CLOSING PRICE OF THE COMMON STOCK FOR THE FIRST SIX MONTHS OF THE YEAR.

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

End of Filing

